

INSTRUCTIONS TO FORM SCC722.5 – GUIDE FOR ARTICLES OF INCORPORATION SURRENDER

Guideform SCC722.5 has been produced by the Commission as a guide to help you prepare the corporation's articles of incorporation surrender. Please note, however, that **this guideform with the blanks filled in will not be accepted**. You must separately type the articles, using this form as a guide, inserting appropriate information and omitting inapplicable text (such as the Commission's seal, the first four lines of the guideform's caption, and the italicized portions).

Filing Requirements			
Pay all fees and penalties before submitting this application to the Commission. If the Commission issues the articles of incorporation surrender on or before the annual registration fee due date, payment of the registration fee for the current year is not required.			
Required Fees	Filing Fee: \$25.00		
File Online Today	Paper Filing		
Visit https://cis.scc.virginia.gov to file articles of incorporation surrender in real time.	Download from https://scc.virginia.gov/pages/Virginia-Stock-Corporations complete, print, and mail or deliver to below address:		
Questions? Visit the CIS help page at https://scc.virginia.gov/pages/CIS-Help for how-to guides, answers to frequently asked questions, and helpful videos.	<table><tr><td>State Corporation Commission Clerk's Office P.O. Box 1197 Richmond, VA 23218-1197</td><td>Courier Delivery Address 1300 E. Main St, 1st floor Richmond, VA 23219</td></tr></table>	State Corporation Commission Clerk's Office P.O. Box 1197 Richmond, VA 23218-1197	Courier Delivery Address 1300 E. Main St, 1 st floor Richmond, VA 23219
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Pay online with a credit card or eCheck. No additional processing fees apply for filing online.	Include a check payable to State Corporation Commission. DO NOT SEND CASH.		

The terms and conditions of the plan of domestication may not alter the designation, rights, preferences or limitations of all or part of the authorized shares except to the extent required to conform to the requirements of Chapter 9 of Title 13.1 of the Code of Virginia.

If all of the shareholders consented to the incorporation surrender, in paragraph 4 set forth the statement in part A (and omit part B). If the shareholders' consent was less than unanimous, in paragraph 4 provide the information required in both (1) and (2) of part B. The plan of domestication must be approved by each group entitled to vote on the plan by more than two-thirds of all votes entitled to be cast by that voting group, unless the board of directors requires a greater vote or unless the articles of incorporation provide for a greater or lesser vote, so long as the vote provided for is not less than a majority of all votes cast on the plan by each voting group entitled to vote at a meeting at which a quorum of the voting group exists. See §§ 13.1-722.3 and 13.1-722.5 of the Code of Virginia.

The articles of incorporation surrender must be signed in the name of the corporation by the chairman or any vice-chairman of the board of directors, the president, or any other of its officers authorized to act on behalf of the corporation. Set forth the printed name of the person signing and his or her corporate title below or next to the signature. See § 13.1-604 of the Code of Virginia.

It is a Class 1 misdemeanor for any person to sign a document he or she knows is false in any material respect with intent that the document be delivered to the Commission for filing. See § 13.1-612 of the Code of Virginia.

NOTE

The corporation shall automatically cease to be a Virginia corporation when the certificate of incorporation surrender issued by the Commission becomes effective. See § 13.1-722.5 of the Code of Virginia.

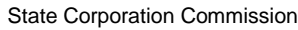
If, after domestication, the former Virginia corporation intends to continue to transact business in Virginia as a foreign corporation, then, within thirty days after the effective date of the certificate of incorporation surrender, it must deliver to the Commission an application for a certificate of authority to transact business in Virginia pursuant to § 13.1-759 of the Code of Virginia together with a copy of its instrument of domestication and articles of incorporation and all amendments thereto, duly authenticated by the Secretary of State or other official having custody of corporate records in the state or country under whose laws it is incorporated or domesticated. See § 13.1-722.5 of the Code of Virginia.

Important Information

The articles must be in the English language, typewritten or legibly printed in black, using the following guidelines:

- use solid white paper
- one-sided
- no visible watermarks or background logos
- minimum 1.25" top margin and 0.75" all other sides

Do not include Personally Identifiable Information, such as a Social Security number, in a business entity document submitted to the Office of the Clerk for filing with the Commission. Information in these documents is available to the public. For more information, see Notice Regarding Personally Identifiable Information at www.scc.virginia.gov/clk.



(Virginia stock corporation to be domesticated under the laws of another jurisdiction)

THIS FORM IS TO BE USED AS A GUIDE ONLY.